

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
STEPHEN M. WILSON, BRW ENGINEERING LTD.,
WIS PARTNERS LTD., MOSHE BAR-LEV, PATRICK
ROSENBAUM, MICHAEL MORRIS, HAIM YIFRAH,
TOP DOWN PARTNERS, LLC, JOEL LEVINE,
MORRIS TALANSKY, ABRAHAM MOSHEL,
MAGMA INTERNATIONAL SERVICES, LTD.,
ALBERT REICHMANN, HEXAGRAM & CO., and
POLYBUTES COMPANY,

07 CV 6176 (LTS)(DFE)

ECF CASE

Plaintiffs,

-against-

**AFFIDAVIT OF
YORAM GINACH**

IMAGESAT INTERNATIONAL N.V., ISRAEL
AEROSPACE INDUSTRIES LTD., ELBIT SYSTEMS
LTD., MOSHE KERET, IZHAK NISSAN, JACOB
WEISS, MENASHE BRODER, SHIMON ECKHAUS,
MICHAEL FEDERMAN, ESTATE OF JACOB TOREN,
JOSEPH ACKERMAN, JOSEPH GASPAR, GINO
PIPERNO-BEER, JAMES DEPALMA, DAVID ARZI,
YOAV CHELOUCHE and YEHOASHUA ELDAR,

Defendants.

-----X
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

YORAM GINACH deposes and says the following under penalty of perjury:

1. I am the sole Director of Harbinger International Holdings S.A. ("Harbinger"). I make this affidavit in support of Harbinger's motion for leave to intervene as a party plaintiff. I make this affidavit based on my personal knowledge and review of the relevant documents, including the Complaint in the above-captioned action.

2. Harbinger is a British Virgin Islands international business company with its principal place of business in the British Virgin Islands and with an office in New York City.

3. On July 25, 2000, Harbinger purchased 33,682 common shares and 151,043 preferred B shares of ImageSat common stock, which it currently holds.

4. Defendants have deprived Harbinger, like the already named plaintiff minority shareholders, of its voice in the operation of the company and have engaged in a series of actions and transactions characterized by multiple breaches of fiduciary duty, self-dealing and other wilfully fraudulent, deceptive and oppressive acts, the net effect of which has been to strip shareholder value from ImageSat and to further and wrongfully dilute and devalue or destroy each of the plaintiffs' ownership interests in the company.

5. Harbinger adopts the attached Complaint in its entirety. Intervention would only necessitate the addition of one paragraph to the existing 389 paragraphs of the complaint to include Harbinger as a party to the action. The Complaint is attached hereto as Exhibit A.

Dated: New York, New York
August 7, 2007



Yoram Ginach

Sworn to before me
August 7, 2007



Notary Public

SHIRA Yael ROSENFELD
Notary Public, State Of New York
No. 02RO6053576
Qualified In New York County
Commission Expires January 16, 20 11